

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

-----x  
MARVEL WORLDWIDE, INC.,  
MARVEL CHARACTERS, INC. and  
MVL RIGHTS, LLC,

Plaintiffs,

- against-

LISA R. KIRBY, BARBARA J. KIRBY,  
NEAL L. KIRBY and SUSAN N. KIRBY,

Defendants.  
-----x

Civil Action No. 10 Civ. 141 (CM) (KNF)

LISA R. KIRBY, BARBARA J. KIRBY,  
NEAL L. KIRBY and SUSAN N. KIRBY,

Counterclaim-Plaintiffs,

- against-

MARVEL ENTERTAINMENT, INC.,  
MARVEL WORLDWIDE, INC.,  
MARVEL CHARACTERS, INC., MVL  
RIGHTS, LLC, THE WALT DISNEY  
COMPANY and DOES 1 through 10,

Counterclaim-Defendants.  
-----x

**DECLARATION OF JAMES W. QUINN IN SUPPORT OF  
COUNTERCLAIM-DEFENDANTS' REPLY IN FURTHER SUPPORT OF THEIR  
MOTION TO DISMISS DEFENDANTS' COUNTERCLAIMS**

I, James W. Quinn, declare under penalty of perjury as follows:

1. I am a partner at the law firm Weil, Gotshal & Manges LLP and am duly admitted to practice in the State of New York and before this Court. Together with the law firms Paul, Hastings, Janofsky & Walker LLP and Haynes and Boone, LLP, I serve as counsel for

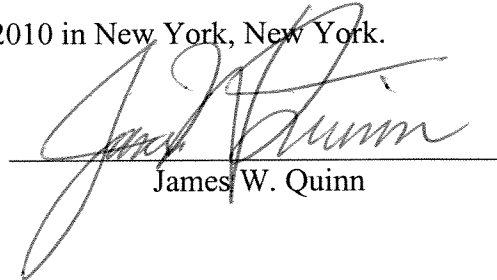
Counterclaim-Defendants Marvel Worldwide, Inc., Marvel Characters, Inc., MVL Rights, LLC, The Walt Disney Company and Marvel Entertainment, Inc. in this action.

2. Annexed hereto as Exhibit A is a true and correct copy of the Proof of Claim filed by Rosalind Kirby in Marvel Entertainment Group Inc.'s bankruptcy proceeding on January 16, 1997.

3. Annexed hereto as Exhibit B is a true and correct copy of the letter that I sent to Marc Toberoff, Esq., counsel for the Defendants, on May 19, 2010.

4. Annexed hereto as Exhibit C is a true and correct copy of the complete DVD of the film *The Incredible Hulk*.

I declare under penalty of perjury that the foregoing facts are true and correct. This declaration was executed on the 21st day of June, 2010 in New York, New York.



James W. Quinn